

CONCORD FOOD COOPERATIVE

BOARD OF DIRECTORS

BOARD MEETING MINUTES

Wednesday, January 20th, 2016, 5:30 PM, The Nature Conservancy, Concord, NH

David Marshall, President, called the meeting of the Concord Food Cooperative Board of Directors to order at 5:37 PM. A quorum was present.

Attending: David Marshall, Bill Graham, Krista Helmboldt, Tedd Evans, Jim McConaha, Cathy Menard, Derek Owen and Charlie Cole. **Staff:** Nick Schneider (Interim General Manager) and Melanie Waldvogel (Board Administrator).

- **BOARD VOTE: Approve the November 18th, 2015 minutes as submitted.**
(Motion by Krista Helmboldt, seconded by Derek Owen; approved unanimously with Tedd Evans abstaining).
- **BOARD VOTE: Approve the December 3rd, 2015 minutes as submitted.**
(Motion by Tedd Evans, seconded by Krista Helmboldt; approved unanimously).

GENERAL MANAGER'S REPORT

Nick Schneider reported that sales are not hitting the annual budgeted increase of 5%, however, they are up roughly 1% over last year. Over the holiday season, all hands were on deck helping out. Community outreach such as the Grow-a-Row program is going strong with local farmers growing storage crops for donation to local food banks. Shelter outreach with the McKenna House, Friends program and the Friendly Kitchen has been successful as a new initiative. The outreach was publicized in the newsletter and by the Concord Monitor. Cost for programs is monitored and out of the allotted budget. An exit plan is in place for the Bakehouse, with final orders processed and equipment being cleaned and moved.

FINANCIAL REPORT

Cathy Menard reported that the Finance Committee met on January 13th and focused on the contractual obligation regarding member loan repayment. The 57 members that made loans to the Co-op in 2012 to support the renovation will be requested to defer payment on their loans for one year, while continuing to accrue interest, due to unforeseen expenses (such as the Bakehouse and staff transitional costs). Without such deferral, repayment of \$182,000 is due in June of 2016 (with \$140,000 in 2017). Loan repayment amounts then tail off significantly after two years of repayments. The February finance Committee meeting will be dedicated to brainstorming on member loan repayment (and developing a possible alternative plan), and Cathy will report to the Board again in February.

- **BOARD VOTE: The Board accepted the Finance Committee's recommendation to request deferment of member loans by one year.**
(Motion by Cathy Menard, seconded by Charlie Cole; approved unanimously).

NCG CONTRACT

- **BOARD VOTE: The Board confirms that in December 2015, it authorized Nick Schneider, the Co-op's designated representative to the National Co-op Grocers (NCG) to sign the renewal agreement with NCG. The Board hereby directs the Co-op's designated representative to NCG to promptly inform the Board of any new mandatory program that NCG proposes, and prohibits our representative from accepting any such mandatory NCG program prior to Board review and approval.**
(Motion by Cathy Menard, seconded by Tedd Evans; approved unanimously).

Nick Schneider confirmed that any exceptions to the proposed programs sought by member co-ops will be considered by NCG on a case by case basis.

BOARD OF DIRECTOR ORGANIZATION

Krista Helmboldt reported that the January 9th CBLD conference was a success, and brought extra books for Board members to review. Board members and the membership are encouraged to attend the March 12th

Cooperative Café in Keene as CBLD conferences are an empowering experience. Krista asked that all potential attendees notify her by February 21st, and she will register and organize the details. Cathy, David and Krista will begin monthly teleconferences with Michael Healy, and they request that Board members submit any queries for Michael to them prior to the teleconference (to be held roughly two weeks before each Board meeting).

POLICY MONITORING

B6: Communication and Counsel to the Board: Nick reported on several new initiatives, such as Senior Sundays (designed to reduce congestion in the store and parking lot on Tuesdays), and expense control strategies, such as member only sales. Nick and the Board feel they have a good working relationship. Board records and how they are kept were discussed, along with Executive minutes. A working plan will be developed for back-up Board record files.

D1: Governing Style: Krista noted that foresight and being proactive is an important aspect off Board work, as well as respecting the diversity of viewpoints expressed. The Board accepted this policy as written.

D3: Agenda Planning: A Board calendar would be useful, which would include a policy monitoring schedule, nominating process and “knowable decisions” (GM evaluation, financial reviews, etc.).

OLD BUSINESS

Nick Schneider is investigating the cost and working on design options for heated sidewalks for the Co-op. He will keep the Board informed of design options and costs. Jim McConaha handed out name badges for the Board and encouraged them to wear these at events.

Nick Schneider left the meeting at 7:35pm.

EXECUTIVE SESSION

- **BOARD VOTE: Enter Executive Session at 7:35pm.**
(Motion by Tedd Evans, seconded by Krista Helmboldt; approved unanimously).
- **BOARD VOTE: Exit Executive Session at 8:05pm.**
(Motion by Derek Owen, seconded by Tedd Evans; approved unanimously).

ADJOURNMENT

- **BOARD VOTE: Motion to Adjourn at 8:05pm.**
(Motion by Derek Owen, seconded by Tedd Evans; approved unanimously).

The meeting adjourned at 8:05pm. The next meeting is scheduled for Wednesday, February 10th, 2016, 5:30pm at the Co-op.